Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THIRD BANCORP

Form 4

February 23, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005
Estimated average

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Stock (4)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

KABAT KEVIN T			Symbol FIETH	THIRD	BANCOF	PPIE	TRI	Issuer				
				CI [I'	110]	(Check all applicable)						
(Last)	(First)			ransaction								
			(Month/Day/Year)					_X_ Director 10% Owner				
38 FOUNTAIN SQUARE PLAZA			02/21/2	2012				_X_ Officer (give title Other (specify below)				
								/	sident & CEO			
(Street)			4. If Ame	endment, D	ate Origina	ıl		6. Individual or Joint/Group Filing(Check				
	Filed(Mo	nth/Day/Yea	ar)			Applicable Line)						
								X Form filed by 0	1 0			
CINCINNATI, OH 45263								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	T. 1.	l. T. Ni	D ! ! !	C	.•4• A		e D e * . * . 11			
(3)	(******)	(1)	Tab	ie i - Non-	Derivative	Secur	nues Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date 2A. Deemed			3. 4. Securities Acquired				5. Amount of	6. Ownership	7. Nature of		
•	Security (Month/Day/Year) Execution Date (Instr. 3) any				or(A) or Di	•		Securities	Indirect			
(Instr. 3)				Code	(Instr. 3,	4 and	5)	Beneficially	Beneficial			
		(Month/Day/Year) (Instr. 8)				Owned Following	Ownership (Instr. 4)					
								Reported	Indirect (I) (Instr. 4)	(111801.4)		
			(A)					Transaction(s)				
				G 1 T		or	ъ.	(Instr. 3 and 4)				
C				Code V	Amount	(D)	Price					
Common	02/21/2012			A	20,490	A	<u>(2)</u>	355,296	D			
Stock (1)					ŕ			ŕ				
Common	02/21/2012			F ⁽³⁾	6,568	D	\$	348,728	D			
Stock	02/21/2012			1 2	0,500	ט	13.91	340,720	D			
Common	00/01/0010				10.045		(2)	250.072	D			
Stock (4)	02/21/2012			A	10,245	Α	<u>(2)</u>	358,973	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

by 401(k)

56,338.1636

Ι

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)		4.	5. ionNumber	6. Date Exer		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Tear)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of	s I		Under	erlying	(Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	⁷ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KABAT KEVIN T

President & CEO 38 FOUNTAIN SQUARE PLAZA X

CINCINNATI, OH 45263

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Kevin T. 02/23/2012 Kabat

> **Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan.
- (2) Granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
- (3) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 21, 2012.
- Restricted stock granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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